

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT		1. CONTRACT ID CODE		PAGE OF PAGES 1 2	
2. AMENDMENT/MODIFICATION NO. P00068		3. EFFECTIVE DATE SEE BLOCK 16C		4. REQUISITION/PURCHASE REQ. NO.	
5. PROJECT NO. (If applicable)		6. ISSUED BY COMMANDER SPACE AND NAVAL WARFARE SYSTEMS COMMAND 4301 PACIFIC HIGHWAY SAN DIEGO, CA 92110-3127 Joel Judy, 02-21M (619)524-7179, joel.judy@navy.mil		7. ADMINISTERED BY (If other than Item 6) CODE 55111A	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and ZIP Code) AVAYA INC. 5440 MILLSTREAM ROAD McLEANSVILLE, NC 27301		9A. AMENDMENT OF SOLICITATION NO.		9B. DATED (SEE ITEM 11)	
10A. MODIFICATION OF CONTRACT/ORDER NO. N68939-97-D-0040		10B. DATED (SEE ITEM 13) 29 July 1997		11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS	
CODE 1SBH3		FACILITY CODE		12. ACCOUNTING AND APPROPRIATION DATA (If required) To Be Specified on the Individual Delivery Orders	

☐ The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers ☐ is extended, ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods:

(a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; of (c) By separate letter of telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)

To Be Specified on the Individual Delivery Orders

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS.
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.


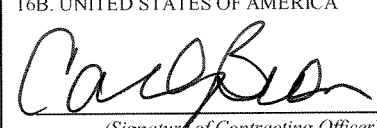
<input checked="" type="checkbox"/>	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. (Specify authority) THE CHANGES
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b)
X	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Mutual Agreement of the Parties
	D. OTHER

E. IMPORTANT: Contractor is not **X** is required to sign this document and return **1** copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

See Attached Page

Continued on Page 2

15A. NAME AND TITLE OF SIGNER (Type of print):KL J. K. Sheek, III Regional Contracts Manager		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or Print) CARLA J. BROWN	
15B. CONTRACT/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED 21 October 2004	16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)	16C. DATE SIGNED 10/25/04

1. The following Hewlett Packard and Blue Coat Systems hardware and software products are hereby added as additional CLINs to the ViViD contract. The products to be added and their respective prices and associated warranties are listed below.

CLIN	WARRANTY	PRODUCT CODE	DESCRIPTION	ViViD Price	2 YEAR EXTENDED WARRANTY
4732AM	6432AM	333773-B21	ProLiant BL10e G2 1GHz Server Blade; One Ultra-Low Voltage Intel® Pentium® M 1GHz processor with 1MB L2 cache (per server blade); 40GB UATA/100 5,400 rpm Hard Drive (per server blade); 512MB of Advanced ECC PC2100 DDR SDRAM (1x512) (per server blade) ; (2) NC3163 PCI 10/100 full WOL and PXE Integrated (per server blade)	\$1,726.94	\$345.39
4732AN	6432AN	080-02658	800-0, 2x10/100Base-T includes: 800-0, 2x10/100Base-T (080-02658) ; Power - US (108-00064); Software, SGOS 2.x, 800-0 (070-03720); 3YR Gold Maintenance (070-03683), integration and test	\$7,675.38	\$1,535.08
4732AP	6432AP	336045-B21	HP CAT5 0x2x16 KVM ServerHP CAT5 0x2x16 KVM Server	\$1,189.91	\$237.98
4732AQ	6432AQ	221546-001	Integrated 1U Kybd & TFT Monitor Kit	\$2,290.00	\$458.00
4732AR	6432AR	345316-001	Server TBD, rack-mount (for Ghost&Altiris Servers w/ RAID 15) ML570R02 X2.7-2MB, 5024MB (4P) w/146GB x 12, Smart Array 6402/128 ALL, SDLT 160/320 GB Internal ALL; piece parts include: 345316-001, 345322-b21, 187421-b21, 331346-b21, 257319.b21, 273915-b21, 286716-b22	\$31,404.94	\$6,280.99
4732AS	N/A	266076-B21	Telco rack-mounting hardware kit for ProLiant BL Server Blade Enclosure	\$382.05	N/A
4732AT	6432AT	DG961A	512MB of Advanced ECC PC2100 DDR	\$196.01	\$39.20
4732AU	6432AU	286714-B22	72.8-GB 10,000 rpm U320 Universal Hard Drive (1")	\$408.50	\$81.70
4732AV	6432AV	243283-B21	ProLiant BL e-Class C-GbE Interconnect Switch with Integrated Administrator	\$2,462.40	\$492.48
4783AD	6483AD	P9624A	HP L1530 15" Flat Panel Monitor	\$433.49	\$173.40
4795GX	6495GX	345102-001	DL360R03 X3.2-1MB/533, 2GB, w/ 2x 146GB HD, includes core product + 2 part # 340-9296	\$5,738.11	\$1,147.62

2. Except as provided herein, all other terms and conditions of contract N68939-97-D-0040 remain unchanged and in full force and effect.

This modification constitutes the entire understanding between the parties and supercedes the terms and conditions of all other prior or contemporaneous oral or written agreements between the parties. Failure by either party to enforce any of the provisions of this modification shall not be construed as a waiver by such party of any such provisions, nor shall such failure affect the validity and enforceability of this modification in any way.